

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
DELPHI CORPORATION, et al,	:	Case No. 05-44481 (ROD)
Debtors.	:	(Jointly Administered)
	x	

**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL
FOR FALKOWSKI PLLC BY CHRISTOPHER J. FALKOWSKI**

STATE OF MICHIGAN

)

) ss:

COUNTY OF OAKLAND

)

Christopher J. Falkowski, being duly sworn, deposes and says:

1. I am a principal of Falkowski PLLC which maintains offices at 50064 Drakes Bay Drive, Novi, Michigan 48374 and uses the following mailing address: P.O. Box 650, Novi, Michigan, 48376-0650.

2. Neither I, Falkowski PLLC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Falkowski PLLC has represented and advised the Debtors with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Falkowski PLLC has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Falkowski PLLC proposes, to render the following services to the Debtors:

intellectual property procurement and counseling; and
counseling relating to the negotiation of information technology agreements.

5. Falkowski PLLC's current fees arrangement is to charge an hourly fee of \$200. Falkowski PLLC is willing to entertain fixed fee and other alternative billing arrangements.

6. Except as set forth herein, no promises have been received by Falkowski PLLC or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Falkowski PLLC has no agreement with any entity to share with such entity any compensation received by Falkowski PLLC.

8. Falkowski PLLC and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Falkowski PLLC does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Falkowski PLLC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Falkowski PLLC is to be engaged.

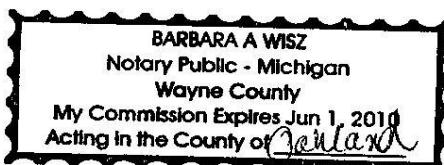
10. The foregoing constitutes the statement of Christopher J. Falkowski pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

Christopher J. Falkowski
Christopher J. Falkowski

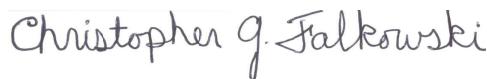
Subscribed and sworn before me
this 26th day of November, 2005

Barbara A. Wisz
Notary Public



I, Christopher J. Falkowski, do solemnly swear and attest that the AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL FOR FALKOWSKI PLLC BY CHRISTOPHER J. FALKOWSKI was deposited with the U.S. Postal Service for mailing to the following addresses on the following dates:

United States Bankruptcy Court Southern District of New York P.O. Box 5058 Bowling Green Station New York, NY 10274-5058	November 28, 2005
Attn: General Counsel Delphi Corporation 5725 Delphi Drive Troy, Michigan 48098	November 26, 2005
Attn: John Wm. Butler, Esq. Skadden, Arps, Slate, Meagher & Flom 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606	November 26, 2005
Attn: Marlane Melican, Esq. Davis Polk & Wardell 450 Lexington Avenue New York, New York 10017	November 26, 2005
Attn: Alicia M. Leonhard, Esq. U.S. Trustee 33 Whitehall Street, Suite 2100 New York, New York 10044	November 26, 2005
Attn: Mark A. Broude, Esq. Latham & Watkins 885 Third Avenue New York, New York 10022	November 26, 2005
Attn: Marissa Wesley, Esq. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, New York 10017	November 26, 2005



Christopher J. Falkowski